

AMENDMENT TO OIL AND GAS LEASE

STATE OF TEXAS §
 §
 COUNTY OF TARRANT §

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, LLOYD R. FAIRLESS, hereafter referred to as 'Lessor,' and FINLEY RESOURCES INC., hereafter referred to as 'Lessee', are parties to that certain Oil and Gas Lease dated September 26, 2005, and recorded as Instrument Number D205300211, of the Official Records of Tarrant County, Texas (the 'Lease'), which Lease Covers the following described lands:

Being (3) tracts of land located in Tarrant Co., Texas, more specifically in Samuels Unrecorded Addition Block B, Lot A, Lot B1 and Lot B2. And as recorded in the Real Property records of Tarrant County, as said Warranty Deed between Agnes Getzendaner Estate and Lloyd Fairless on July 1, 2005.

WHEREAS, Lessor and Lessee recognize that the primary term of the Lease was extended for an additional two (2) years from the original primary term expiration as recorded in Document No. D208327580, Official Public Records, Tarrant County, Texas.

WHEREAS, Lessor and Lessee recognize that said Lease is in full force and effect; and it is the desire of both Lessor and Lessee to amend said Lease in the manner provided hereinbelow.

NOW, THEREFORE, in consideration of the premises and other valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee agree to amend the first (1st) line of Section 2. by removing the words "three (3)" adding the word "six (6)" to so that the first line now reads:

"2. Subject to the other provisions herein contained, this is a paid-up lease and shall be for a term of six (6)";

ADDITIONALLY, Lessor and Lessee agree to remove Section 14 in it's entirety.

ADDITIONALLY, Lessor and Lessee agree to amend the Land Description by removing the words "Being (3) tracts of land located in Tarrant Co., Texas, more specifically in Samuels Unrecorded Addition Block B, Lot A, Lot B1 and Lot B2. And as recorded in the Real Property records of Tarrant County, as said Warranty Deed between Agnes Getzendaner Estate and Lloyd Fairless on July 1, 2005." and adding the words "0.8466 acres, more or less, out of the F.G. Mulliken Survey, A-1045, Tarrant County, Texas and more particularly described as the following Three (3) Tracts of land: Tract One: 0.2470 acres of land, more or less, described as Lot B2, Block B, Samuels Unrecorded Addition to the City of Fort Worth, Tarrant County, Texas, and more particularly described in that certain General Warranty Deed dated July 31, 2006, by and between Lloyd R. Fairless as Grantor and Trinity Bluff Development Ltd. as Grantee and recorded at Document number D206245323, Official Public Records, Tarrant County, Texas. Tract Two: 0.2470 acres of land, more or less, described as Lot B1, Block B, Samuels Unrecorded Addition to the City of Fort Worth, Tarrant County, Texas, and more particularly described in that certain General Warranty Deed dated July 31, 2006, by and between Lloyd R. Fairless as Grantor and Trinity Bluff Development Ltd. as Grantee and recorded at Document number D206245321, Official Public Records, Tarrant County, Texas. Tract Three: 0.3526 acres of land, more or less, described as Lot A, Block B, Samuels Unrecorded Addition to the City of Fort Worth, Tarrant County, Texas, and more particularly described in that certain General Warranty Deed dated July 31, 2006, by and between Lloyd R. Fairless as Grantor and Trinity Bluff Development Ltd. as Grantee and recorded at Document number D206245322, Official Public Records, Tarrant County, Texas." so that the Land Description now reads:

"0.8466 acres, more or less, out of the F.G. Mulliken Survey, A-1045, Tarrant County, Texas and more particularly described as the following Three (3) Tracts of land:

Tract One: 0.2470 acres of land, more or less, described as Lot B2, Block B, Samuels Unrecorded Addition to the City of Fort Worth, Tarrant County, Texas, and more particularly described in that certain General Warranty Deed dated July 31, 2006, by and between Lloyd R. Fairless as Grantor and Trinity Bluff Development Ltd. as Grantee and recorded at Document number D206245323, Official Public Records, Tarrant County, Texas.

Tract Two: 0.2470 acres of land, more or less, described as Lot B1, Block B, Samuels Unrecorded Addition to the City of Fort Worth, Tarrant County, Texas, and more particularly described in that certain General Warranty Deed dated July 31, 2006, by and between Lloyd R. Fairless as Grantor and Trinity Bluff Development Ltd. as Grantee and recorded at Document number D206245321, Official Public Records, Tarrant County, Texas.

Tract Three: 0.3526 acres of land, more or less, described as Lot A, Block B, Samuels Unrecorded Addition to the City of Fort Worth, Tarrant County, Texas, and more particularly described in that certain General Warranty Deed dated July 31, 2006, by and between Lloyd R. Fairless as Grantor and Trinity Bluff Development Ltd. as Grantee and recorded at Document number D206245322, Official Public Records, Tarrant County, Texas."

Lessor and Lessee hereby adopt, ratify and confirm said Lease as the same is hereby amended, and Lessor hereby grants, leases, and lets all of the acreage above-described and referred to unto Lessee subject to and under the terms and provisions of said Lease; and such Lease is expressly affirmed, ratified and declared to be effective and binding for all purposes as of the date hereof.

The provisions hereof shall extend to and be binding upon the heirs, successors, legal representatives and assigns of the parties executing the amendment

EXECUTED the 4 day of Aug., 2010.

LESSOR

LLOYD R. FAIRLESS

Lloyd R. Fairless

countown

LESSEE**FINLEY PRODUCTION CO., LP**

A Texas limited partnership,
by FPC GP, LLC,
a Texas limited liability company, it's general partner

By: Clinton Koerth
It's: Vice President

W6C

RJR ASSET HOLDINGS, L.P.

a Texas limited partnership,
by RJR Asset Holdings Management, LLC,
a Texas limited liability company, it's general partner

By: Rudolph J. Renda
It's: Manager

BRENT D. TALBOT

Brent D. Talbot
W6C

CLINTON H. KOERTH

Clinton H. Koerth
W6C

STEPHEN M. CLARK

Stephen M. Clark
W6C

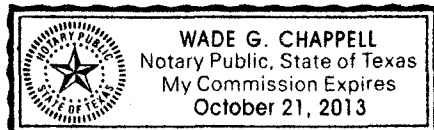
STATE OF TEXAS §
COUNTY OF TARRANT §

Before me, the undersigned authority, on this 3rd day of August, 2010 personally appeared **LLOYD R. FAIRLESS** acknowledged to me that he executed the same as his free and voluntary act and deed for the purpose and consideration therein expressed.

Given under my hand and seal of office this 3rd day of August, 2010.

My commission expires:

10/21/2013



Notary Public

Wade G. Chappell

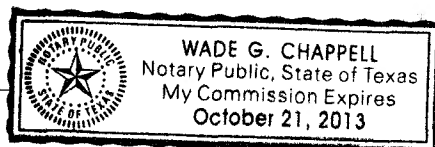
STATE OF TEXAS §
COUNTY OF TARRANT §

Before me, the undersigned authority, on this 10th day of August, 2010 personally appeared **CLINTON H. KOERTH** as the Vice President of FPC GP, LLC, the general partner of Finley Production Co., L.P., and acknowledged to me that he executed the same as his free and voluntary act and deed for the purpose and consideration therein expressed.

Given under my hand and seal of office this 10th day of August, 2010.

My commission expires:

10/21/2013



Notary Public

Wade G. Chappell

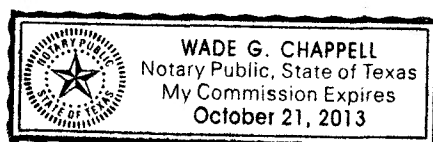
STATE OF TEXAS §
COUNTY OF TARRANT §

Before me, the undersigned authority, on this 12th day of August, 2010 personally appeared **RUDOLPH J. RENDA** as the Manager of RJR Asset Holdings Management, LLC, the general partner of RJR Asset Holdings, L.P., and acknowledged to me that he executed the same as his free and voluntary act and deed for the purpose and consideration therein expressed.

Given under my hand and seal of office this 12th day of August, 2010.

My commission expires:

10/21/2013



Notary Public

Wade G. Chappell

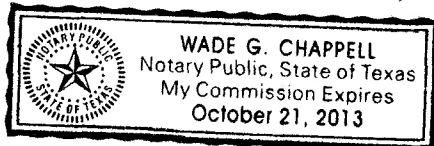
STATE OF TEXAS §

COUNTY OF TARRANT §

Before me, the undersigned authority, on this 9th day of August, 2010 personally appeared **BRENT D. TALBOT** acknowledged to me that he executed the same as his free and voluntary act and deed for the purpose and consideration therein expressed.

Given under my hand and seal of office this 9th day of August, 2010.

My commission expires:

10/21/2013

Notary Public:

A handwritten signature of Wade G. Chappell in black ink.

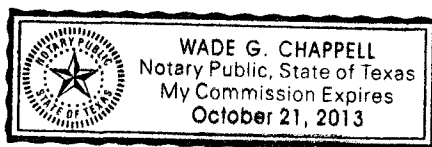
STATE OF TEXAS §

COUNTY OF TARRANT §

Before me, the undersigned authority, on this 10th day of August, 2010 personally appeared **CLINTON H. KOERTH** acknowledged to me that he executed the same as his free and voluntary act and deed for the purpose and consideration therein expressed.

Given under my hand and seal of office this 10th day of August, 2010.

My commission expires:

10/21/2010

Notary Public:

A handwritten signature of Wade G. Chappell in black ink.

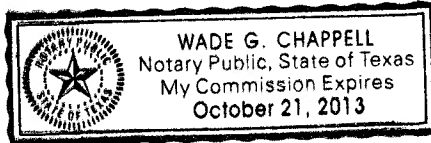
STATE OF TEXAS §

COUNTY OF TARRANT §

Before me, the undersigned authority, on this 10th day of August, 2010 personally appeared **STEPHEN M. CLARK** acknowledged to me that he executed the same as his free and voluntary act and deed for the purpose and consideration therein expressed.

Given under my hand and seal of office this 10th day of August, 2010.

My commission expires:

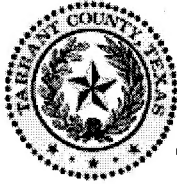
10/21/2010

Notary Public:

A handwritten signature of Wade G. Chappell in black ink.

MARY LOUISE GARCIA

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

FINLEY RESOURCES
1308 LAKE ST
FT WORTH, TX 76102

Submitter: FINLEY RESOURCES

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 3/24/2011 2:03 PM

Instrument #: D211069277

LSE

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PGS

\$24.00

By: _____

Mary Louise Garcia

D211069277

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: VMMASSINGILL